

# AMPLIFY ENERGY CORP

## FORM 424B3

(Prospectus filed pursuant to Rule 424(b)(3))

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Telephone	713-588-8300
CIK	0001521847
Symbol	AMPY
SIC Code	1311 - Crude Petroleum and Natural Gas
Industry	Oil & Gas Exploration and Production
Sector	Energy
Fiscal Year	12/31

PROSPECTUS

**11,819,672 Shares**



**Amplify Energy Corp.**

**11,819,672 S HARES OF C OMMON S TOCK**

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This prospectus relates to the offer and resale of up to an aggregate of 11,819,672 shares of common stock, par value \$0.0001 (the “Common Stock”), of Amplify Energy Corp. (the “Company”) by the selling stockholders identified in this prospectus. Pursuant to this prospectus, the selling stockholders are permitted to offer shares of our Common Stock from time to time, if and to the extent as they may determine, through public or private transactions or through other means described in the section of this prospectus entitled “Plan of Distribution” at prevailing market prices, at prices different than prevailing market prices or at privately negotiated prices. The selling stockholders may sell shares through agents they select or through underwriters and dealers they select. The selling stockholders also may sell shares directly to investors. If the selling stockholders use agents, underwriters or dealers to sell the shares, we will name such agents, underwriters or dealers and describe any applicable commissions or discounts in a supplement to this prospectus if required.

We are registering the offer and sale of the shares of Common Stock hereunder pursuant to the registration rights agreement, dated May 4, 2017, between the Company and certain of its stockholders (the “Registration Rights Agreement”). We have agreed to bear all of the expenses incurred in connection with the registration of the shares of Common Stock. The selling stockholders will pay or assume underwriting fees, discounts and commissions or similar charges, if any, incurred in the sale of the shares of Common Stock.

The selling stockholders identified in this prospectus are offering all of the shares of Common Stock under this prospectus. We will not receive any proceeds from the sale of shares of our Common Stock by the selling stockholders.

We may amend or supplement this prospectus from time to time by filing amendments or supplements as required. You should carefully read this prospectus and any prospectus supplement or amendment before you invest. You also should read the documents we have referred you to in the “Where You Can Find More Information” and the “Information Incorporated by Reference” sections of this prospectus for information about us and our financial statements.

Our Common Stock is quoted on the OTCQX Market (the “OTCQX”) under the symbol “AMPY.” On September 14, 2017, the last reported sale price of our Common Stock as reported on the OTCQX was \$9.95 per share.

**Investing in our Common Stock involves risks. See “[Risk Factors](#)” beginning on page 3 of this prospectus and the “Risk Factors” sections in our Annual Report on Form 10-K for the year ended December 31, 2016 to read about risks you should consider before buying shares of our Common Stock.**

**Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

Prospectus dated September 25, 2017

TABLE OF CONTENTS

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	<u>Page</u>
<a href="#">Explanatory Note</a>	i
<a href="#">Forward-Looking Statements</a>	iii
<a href="#">Prospectus Summary</a>	1
<a href="#">Risk Factors</a>	3
<a href="#">Use of Proceeds</a>	6
<a href="#">Determination of Offering Price</a>	7
<a href="#">Market for the Securities</a>	8
<a href="#">Dividend Policy</a>	9
<a href="#">Selling Stockholders</a>	10
<a href="#">Plan of Distribution</a>	12
<a href="#">Description of Capital Stock</a>	14
<a href="#">Legal Matters</a>	20
<a href="#">Experts</a>	20
<a href="#">Where You Can Find More Information</a>	20
<a href="#">Information Incorporated by Reference</a>	21

We and the selling stockholders have not authorized anyone to provide any information other than that contained or incorporated by reference into this prospectus or any free writing prospectus prepared by us or on our behalf or to which we have referred you. We can take no responsibility for, and can provide no assurances as to the reliability of, any information that others may give you. We are not, and the selling stockholders are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted.

You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front cover of the prospectus, or that the information contained in any document incorporated by reference into this prospectus is accurate as of any date other than the date of the document incorporated by reference, regardless of the time of delivery of this prospectus or of any sale of the Common Stock. Our business, financial condition, results of operations and prospects may have changed since those dates.

This prospectus contains forward-looking statements that are subject to a number of risks and uncertainties, many of which are beyond our control. See “Forward-Looking Statements” and “Risk Factors.”

EXPLANATORY NOTE

On January 16, 2017, Memorial Production Partners LP (“MEMP”) and certain of its subsidiaries (collectively with MEMP, the “Debtors”) filed voluntary petitions (the cases commenced thereby, the “Chapter 11 Cases”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Court”).

On April 14, 2017, the Court entered an order (the “Confirmation Order”) approving the Second Amended Joint Plan of Reorganization of Memorial Production Partners LP, et al., dated April 13, 2017 (as amended and supplemented, the “Plan”).

On May 4, 2017 (the “Effective Date”), the Plan became effective and the Debtors emerged from their Chapter 11 Cases. As part of the transactions undertaken pursuant to the Plan, MEMP’s limited partnership units

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[Table of Contents](#)

were cancelled and MEMP transferred all of its assets and operations to the Company. As a result, the Company became the successor reporting company to MEMP pursuant to Rule 15d-5 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

For more information on the events that occurred and the shares of Common Stock issued in connection with our emergence from bankruptcy, see our Current Report on Form 8-K that was filed with the Securities and Exchange Commission (the “SEC”) on May 5, 2017.

Unless otherwise noted or suggested by context, all financial information and data and accompanying financial statements and corresponding notes, as of and prior to the Effective Date, as contained in this prospectus or incorporated by reference, reflect the actual historical consolidated results of operations and financial condition of MEMP for the periods presented and do not give effect to the Plan or any of the transactions contemplated thereby or the adoption of “fresh start” accounting. Accordingly, such financial information may not be representative of our performance or financial condition after the Effective Date. Except with respect to such historical financial information and data and accompanying financial statements and corresponding notes or as otherwise noted or suggested by the context, all other information contained in this prospectus relates to the Company following the Effective Date. The Company filed its Quarterly Report on Form 10-Q for the quarter ended June 30, 2017 on August 9, 2017, which reflected the adoption of “fresh start” accounting.

## FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements that are subject to a number of risks and uncertainties, many of which are beyond our control, which may include statements about our:

- business strategies;
- cash flows and liquidity;
- financial strategy;
- ability to replace the reserves we produce through drilling and property acquisitions;
- drilling locations;
- oil and natural gas reserves;
- technology;
- realized oil, natural gas and NGL prices;
- production volumes;
- lease operating expenses;
- gathering, processing, and transportation;
- general and administrative expenses;
- future operating results;
- ability to procure drilling and production equipment;
- ability to procure oil field labor;
- planned capital expenditures and the availability of capital resources to fund capital expenditures;
- ability to access capital markets;
- marketing of oil, natural gas and NGLs;
- expectations regarding general economic conditions;
- competition in the oil and natural gas industry;
- effectiveness of risk management activities;
- environmental liabilities;
- counterparty credit risk;
- expectations regarding governmental regulation and taxation;
- expectations regarding developments in oil-producing and natural-gas producing countries; and
- plans, objectives, expectations and intentions.

All statements, other than statements of historical fact, included in this prospectus are forward-looking statements. These forward-looking statements may be found in “Business,” “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and other sections of this prospectus. In some cases, you can identify forward-looking statements by terminology such as “may,” “will,” “would,” “should,” “expect,” “plan,” “project,” “intend,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “pursue,” “target,” “outlook,” “continue,” the negative of such terms or other comparable terminology. These statements address activities, events or developments that we expect or anticipate will or may occur in the future, including things such as projections of results of operations, plans for growth, goals, future capital expenditures,

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[Table of Contents](#)

competitive strengths, references to future intentions and other such references. These forward-looking statements involve risks and uncertainties. Important factors that could cause our actual results or financial condition to differ materially from those expressed or implied by forward-looking statements include, but are not limited to, the following risks and uncertainties:

- our inability to maintain relationships with suppliers, customers, employees and other third parties as a result of our Chapter 11 filing;
- our indebtedness and our ability to satisfy our debt obligations and a potential inability to effect deleveraging transactions or otherwise reduce those risks;
- our ability to access funds on acceptable terms, if at all, because of the terms and conditions governing our indebtedness;
- volatility in the prices for oil, natural gas, and NGLs, including further or sustained declines in commodity prices;
- the potential for additional impairments due to continuing or future declines in oil, natural gas and NGL prices;
- the uncertainty inherent in estimating quantities of oil, natural gas and NGLs reserves;
- our substantial future capital requirements, which may be subject to limited availability of financing;
- the uncertainty inherent in the development and production of oil and natural gas;
- our need to make accretive acquisitions or substantial capital expenditures to maintain our declining asset base;
- the existence of unanticipated liabilities or problems relating to acquired or divested businesses or properties;
- potential acquisitions, including our ability to make acquisitions on favorable terms or to integrate acquired properties;
- the consequences of changes we have made, or may make from time to time in the future, to our capital expenditure budget, including the impact of those changes on our production levels, reserves, results of operations and liquidity;
- potential shortages of, or increased costs for, drilling and production equipment and supply materials for production, such as CO<sub>2</sub>;
- potential difficulties in the marketing of oil and natural gas;
- changes to the financial condition of counterparties;
- uncertainties surrounding the success of our secondary and tertiary recovery efforts;
- competition in the oil and natural gas industry;
- general political and economic conditions, globally and in the jurisdictions in which we operate;
- the impact of legislation and governmental regulations, including those related to climate change and hydraulic fracturing;
- the risk that our hedging strategy may be ineffective or may reduce our income;
- the cost and availability of insurance as well as operating risks that may not be covered by an effective indemnity or insurance;
- actions of third-party co-owners of interest in properties in which we also own an interest; and
- other risks and uncertainties described in “Risk Factors” and under the heading “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2016.

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[Table of Contents](#)

The forward-looking statements contained in this prospectus are largely based on our expectations, which reflect estimates and assumptions made by our management. These estimates and assumptions reflect our best judgment based on currently known market conditions and other factors. Although we believe such estimates and assumptions to be reasonable, they are inherently uncertain and involve a number of risks and uncertainties that are beyond our control. In addition, management's assumptions about future events may prove to be inaccurate. All readers are cautioned that the forward-looking statements contained in this report are not guarantees of future performance, and we cannot assure any reader that such statements will be realized or that the events or circumstances described in any forward-looking statement will occur. Actual results may differ materially from those anticipated or implied in the forward-looking statements due to factors described in "Risk Factors" and under the heading "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2016 and elsewhere in this prospectus and report. All forward-looking statements speak only as of the date of this report. We do not intend to update or revise any forward-looking statements as a result of new information, future events or otherwise. These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf.

## PROSPECTUS SUMMARY

*This summary highlights the more detailed information contained elsewhere or incorporated by reference in this prospectus. This summary does not contain all of the information that you should consider before deciding whether to invest in our Common Stock. You should read this entire prospectus carefully, including risk factors and the documents incorporated by reference herein, before making an investment decision. This prospectus includes forward-looking statements that involve risks and uncertainties. See “Forward-Looking Statements” and “Information Incorporated by Reference.”*

*When referring to Amplify Energy Corp. (formerly known as Memorial Production Partners LP) (the “Company,” “Amplify Energy,” “us,” “our,” “we,” or similar expressions), the intent is to refer to Amplify Energy Corp., a newly formed Delaware corporation, and its consolidated subsidiaries as a whole or on an individual basis, depending on the context in which the statements are made. Amplify Energy Corp. is the successor issuer of Memorial Production Partners LP pursuant to Rule 15d-5 of the Exchange Act.*

### Company Overview

We own, acquire, exploit, develop and produce oil and natural gas properties in North America.

Our business activities are conducted through Amplify Energy Operating LLC, our wholly owned subsidiary, and its wholly owned subsidiaries, and we operate in one reportable segment. Our assets consist primarily of producing oil and natural gas properties and are located in Texas, Louisiana, Wyoming and offshore Southern California. Most of our oil and natural gas properties are located in large, mature oil and natural gas reservoirs with well-known geologic characteristics and long-lived, predictable production profiles and modest capital requirements. As of December 31, 2016:

- Our total estimated proved reserves were approximately 916.6 Bcfe, of which approximately 43% were oil and 73% were classified as proved developed reserves;
- We produced from 2,497 gross (1,488 net) producing wells across our properties, with an average working interest of 60%, and the Company is the operator of record of the properties containing 94% of our total estimated proved reserves; and

Our average net production for the three months ended December 31, 2016 was 205.5 MMcfe/d, implying a reserve-to-production ratio of approximately 12 years.

### Corporate Information

Our principal executive offices are at 500 Dallas Street, Suite 1600, Houston, Texas 77002 and our telephone number is (713) 490-8900. Our Common Stock is quoted on the OTCQX under the symbol “AMPY.” Information contained on our website, [www.amplifyenergy.com](http://www.amplifyenergy.com), does not constitute a part of this prospectus.

**The Offering**

Common Stock offered by the selling stockholders	Up to 11,819,672 shares of Common Stock.
Common Stock outstanding as of September 13, 2017 prior to and after giving effect to the shares that may be offered pursuant to this prospectus	25,000,000 shares of Common Stock.
Use of proceeds	We will not receive any proceeds from the sale of shares of Common Stock that may be sold by the selling stockholders from time to time pursuant to this prospectus.
OTCQX ticker symbol	“AMPY.”
Risk factors	Investing in our Common Stock involves a high degree of risk. See “Risk Factors” and the risk factors set forth in the documents incorporated by reference herein for a discussion of factors you should carefully consider before deciding to invest in our Common Stock.

## RISK FACTORS

*An investment in our Common Stock involves a high degree of risk. You should carefully consider the following risks, together with all of the other information set forth in this prospectus or incorporated herein by reference, before deciding whether to invest in our Common Stock. In addition to those listed below and elsewhere in this prospectus, you should also consider the risks, uncertainties and assumptions discussed under the heading “Item 1A. Risk Factors” included in our Annual Report on Form 10-K for the year ended December 31, 2016, which is incorporated by reference in this prospectus. If any of these risks actually occurs, our business, financial condition or results of operations would likely suffer. In such case, the trading price of our Common Stock would likely decline due to any of these risks, and you may lose all or part of your investment.*

### **Risks Related to Our Emergence from Bankruptcy**

***We recently emerged from bankruptcy, which may adversely affect our business and relationships.***

It is possible that our having filed for bankruptcy and our recent emergence from bankruptcy may adversely affect our business and relationships with customers, vendors, royalty or working interest owners, contractors, employees or suppliers. Due to uncertainties, many risks exist, including the following:

- key suppliers, vendors or other contract counterparties may terminate their relationships with us or require additional financial assurances or enhanced performance from us;
- our ability to renew existing contracts and compete for new business may be adversely affected;
- our ability to attract, motivate and/or retain key executives and employees may be adversely affected;
- employees may be distracted from performance of their duties or more easily attracted to other employment opportunities; and
- competitors may take business away from us, and our ability to attract and retain customers may be negatively impacted.

The occurrence of one or more of these events could have a material and adverse effect on our operations, financial condition and reputation. We cannot assure you that having been subject to bankruptcy protection will not adversely affect our operations in the future.

***Our actual financial results after emergence from bankruptcy may not be comparable to our historical financial information as a result of the implementation of the Plan and the transactions contemplated thereby and our adoption of fresh start accounting .***

In connection with the disclosure statement we filed with the Court, and the hearing to consider confirmation of the Plan, we prepared projected financial information to demonstrate to the Court the feasibility of the Plan and our ability to continue operations upon our emergence from bankruptcy. Those projections were prepared solely for the purpose of the bankruptcy proceedings and have not been, and will not be, updated on an ongoing basis and should not be relied upon by investors. At the time they were prepared, the projections reflected numerous assumptions concerning our anticipated future performance with respect to prevailing and anticipated market and economic conditions that were and remain beyond our control and that may not materialize. Projections are inherently subject to substantial and numerous uncertainties and to a wide variety of significant business, economic and competitive risks and the assumptions underlying the projections and/or valuation estimates may prove to be wrong in material respects. Actual results may vary significantly from those contemplated by the projections. As a result, investors should not rely on these projections.

In addition, upon our emergence from bankruptcy, we adopted fresh start accounting. Accordingly, our future financial conditions and results of operations may not be comparable to the financial condition or results of operations reflected in our historical financial statements. The lack of comparable historical financial information may discourage investors from purchasing our Common Stock.

***Our ability to attract and retain key personnel is critical to the success of our business and may be affected by our emergence from bankruptcy.***

The success of our business depends on key personnel. Our ability to attract and retain these key personnel may be difficult in light of our emergence from bankruptcy, the uncertainties currently facing the business and changes we may make to the organizational structure to adjust to changing circumstances. We may need to enter into retention or other arrangements that could be costly to maintain. If executives, managers or other key personnel resign, retire or otherwise depart, or their service is otherwise interrupted, we may not be able to replace them in a timely manner and we could experience significant declines in productivity.

***Upon our emergence from bankruptcy, the composition of our board of directors changed significantly.***

Pursuant to the Plan, the composition of our board of directors changed significantly. Upon emergence, our board of directors consists of seven directors, only two of whom, including William J. Scarff, our President and Chief Executive Officer, previously served on the board of directors of our predecessor. The new directors have different backgrounds, experiences and perspectives from those individuals who previously served on our board of directors and, thus, may have different views on the issues that will determine our future. There is no guarantee that our new board of directors will pursue, or will pursue in the same manner, our current strategic plans. As a result, the future strategy and our plans may differ materially from those of the past.

#### **Risks Related to Our Common Stock**

***The price of our Common Stock may be volatile or may decline regardless of our operating performance, and you may not be able to resell your shares at or above the offering price.***

The market price for our Common Stock may be volatile and may fluctuate significantly in response to a number of factors, most of which we cannot control, including, among others:

- announcements concerning our competitors, the oil and gas industry or the economy in general;
- fluctuations in the prices of oil, natural gas and NGLs;
- general and industry-specific economic conditions;
- changes in financial estimates or recommendations by securities analysts or failure to meet analysts' performance expectations;
- additions or departures of key members of management;
- any increased indebtedness we may incur in the future;
- speculation or reports by the press or investment community with respect to us or our industry in general;
- announcements by us or our competitors of significant contracts, acquisitions, dispositions, strategic partnerships, joint ventures or capital commitments;
- changes or proposed changes in laws or regulations affecting the oil and gas industry or enforcement of these laws and regulations, or announcements relating to these matters; and
- general market, political and economic conditions, including any such conditions and local conditions in the markets in which we operate.

These and other factors may lower the market price of our Common Stock, regardless of our actual operating performance. In the event of a drop in the market price of our Common Stock, you could lose a substantial part or all of your investment in our Common Stock.

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[Table of Contents](#)

In addition, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. Stockholders may institute securities class action litigation following periods of market volatility. If we were to become involved in securities litigation, we could incur substantial costs and our resources and the attention of management could be diverted from our business.

***Sales of our Common Stock by existing stockholders, or the perception that these sales may occur, especially by directors or significant stockholders of the Company, may cause our stock price to decline.***

If our existing stockholders, in particular our directors or other affiliates, sell substantial amounts of our Common Stock to the public market, or are perceived by the public market as intending to sell, the trading price of our Common Stock could decline. In addition, sales of these shares of Common Stock could impair our ability to raise capital, should we wish to do so. Up to 11,819,672 shares of our Common Stock may be sold pursuant to this prospectus by the selling stockholders, which represent approximately 47.3% of our outstanding Common Stock as of September 13, 2017. We cannot predict the timing or amount of future sales of our Common Stock by selling stockholders pursuant to this prospectus, but such sales, or the perception that such sales could occur, may adversely affect prevailing market prices for our Common Stock.

***The exercise of all or any number of outstanding warrants or the issuance of stock-based awards may dilute your holding of shares of our Common Stock.***

At the Effective Date, we issued 25,000,000 shares of Common Stock and 2,173,913 warrants to purchase 2,173,913 shares of Common Stock at an exercise price of \$42.60 per share, exercisable for a five-year period commencing on the Effective Date. Additionally, an aggregate of 2,322,404 shares of Common Stock are available for grant to selected employees of the Company or its subsidiaries pursuant to awards under the Company's Management Incentive Plan (the "MIP"), and an aggregate of 200,000 shares of Common Stock are available for grant to the Company's non-employee directors under the Company's Non-Employee Director Compensation Plan (the "DCP"). The exercise of equity awards, including any stock options that we may grant in the future, and warrants, and the sale of shares of our Common Stock underlying any such options or the warrants, could have an adverse effect on the market for our Common Stock, including the price that an investor could obtain for their shares. Investors may experience dilution in the net tangible book value of their investment upon the exercise of the warrants and any stock options that may be granted or issued pursuant to the MIP or the DCP in the future.

## USE OF PROCEEDS

All of the shares of Common Stock covered by this prospectus are being sold by the selling stockholders. See “Selling Stockholders.” We will not receive any proceeds from these sales of our Common Stock.

**DETERMINATION OF OFFERING PRICE**

The selling stockholders will determine at what price they may sell the shares of Common Stock offered by this prospectus, and such sales may be made at fixed prices, prevailing market prices at the time of the sale, varying prices determined at the time of sale, or negotiated prices.

## MARKET FOR THE SECURITIES

Our Common Stock is quoted on the OTCQX under the symbol “AMPY” and has been trading since June 21, 2017. No established public trading market existed for our Common Stock prior to June 21, 2017. The following table sets forth the per share range of high and low bid information for our Common Stock as reported on the OTCQX for the periods presented.

<b>Quarter Ended:</b>	<u>High</u>	<u>Low</u>
June 30, 2017 (beginning on June 21, 2017)	\$11.00	\$9.00
September 30, 2017 (through September 14, 2017)	\$11.50	\$8.85

The closing price of our Common Stock on the OTCQX on September 14, 2017 was \$9.95 per share. Such over-the-counter market quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions.

As of September 13, 2017, we had 25,000,000 shares of Common Stock outstanding. As of September 13, 2017, we had seven record holders of Common Stock, based on information provided by our transfer agent.

## **DIVIDEND POLICY**

We do not intend to pay cash dividends on our Common Stock in the foreseeable future. We currently intend to retain any earnings for the future operation and development of our business, including exploration, development and acquisition activities. Any future dividend payments will be restricted by the terms of our contractual restrictions (including restrictions contained in our credit agreements).

**SELLING STOCKHOLDERS**

This prospectus covers the offering for resale of up to an aggregate of 11,819,672 shares of Common Stock that may be offered and sold from time to time under this prospectus by the selling stockholders identified below, subject to any appropriate adjustment as a result of any stock dividend, stock split or distribution, or in connection with a combination of shares, and any security into which such shares of Common Stock shall have been converted or exchanged in connection with a recapitalization, reorganization, reclassification, merger, consolidation, exchange, distribution or otherwise.

The selling stockholders acquired the shares of Common Stock offered hereby in connection with our emergence from bankruptcy on May 4, 2017. On May 4, 2017, we entered into the Registration Rights Agreement with the selling stockholders pursuant to which we were obligated to prepare and file a registration statement to permit the resale of certain shares of Common Stock held by the selling stockholders from time to time as permitted by Rule 415 promulgated under the Securities Act of 1933, as amended (the “Securities Act”).

We have prepared the table, the paragraph immediately following this paragraph, and the related notes based on information supplied to us by the selling stockholders and such information is as of September 13, 2017. We have not sought to verify such information. We believe, based on information supplied by the selling stockholders, that except as may otherwise be indicated in the footnotes to the table below, the selling stockholders have sole voting and dispositive power with respect to the shares of Common Stock reported as beneficially owned by them. Because the selling stockholders identified in the table may sell some or all of the shares of Common Stock owned by them which are included in this prospectus, and because there are currently no agreements, arrangements or understandings with respect to the sale of any of the shares of Common Stock, no estimate can be given as to the number of the shares of Common Stock available for resale hereby that will be held by the selling stockholders upon termination of this offering. In addition, the selling stockholders may have sold, transferred or otherwise disposed of, or may sell, transfer or otherwise dispose of, at any time and from time to time, the shares of Common Stock they hold in transactions exempt from the registration requirements of the Securities Act after the date on which the selling stockholders provided the information set forth on the table below. We have, therefore, assumed for the purposes of the following table, that the selling stockholders will sell all of the shares of Common Stock beneficially owned by them that are covered by this prospectus. The selling stockholders are not obligated to sell any of the shares of Common Stock offered by this prospectus. The percent of beneficial ownership for the selling security holders is based on 25,000,000 shares of Common Stock outstanding as of September 13, 2017.

Certain selling stockholders are affiliates of broker-dealers (but are not themselves broker-dealers). Each of these broker-dealer affiliates purchased the securities identified in the table as beneficially owned by it in the ordinary course of business and, at the time of that purchase, had no agreements or understandings, directly or indirectly, with any person to distribute those securities. These broker-dealer affiliates did not receive the securities to be sold in the offering as underwriting compensation.

	Shares of Common Stock Beneficially Owned Prior to the Offering(1)		Shares of Common Stock Offered Hereby	Shares of Common Stock Beneficially Owned After Completion of the Offering(2)	
	Number	Percentage		Number	Percentage
<b>Selling stockholders:</b>					
Fir Tree funds(3)	7,693,278	30.8%	7,693,278	—	— %
Brigade funds(4)	4,126,394	16.5%	4,126,394	—	— %

- (1) The amounts and percentages of Common Stock beneficially owned are reported on the basis of regulations of the SEC governing the determination of beneficial ownership of securities. Under the rules of the SEC, a person is deemed to be a “beneficial owner” of a security if that person has or shares voting power, which includes the power to vote or direct the voting of such security, or investment power, which includes the

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[Table of Contents](#)

power to dispose of or to direct the disposition of such security. Under these rules, more than one person may be deemed to be a beneficial owner of the same securities, and a person may be deemed to be a beneficial owner of securities as to which such person has no economic interest.

- (2) Assumes the selling stockholders do not acquire beneficial ownership of any additional shares of our Common Stock.
- (3) Consists of (i) 295,979 shares owned by Fir Tree Capital Opportunity Master Fund III, LP, (ii) 177,227 shares owned by FT SOF IV Holdings, LLC, (iii) 3,936,185 shares owned by Fir Tree E&P Holdings VII, LLC and (iv) 3,283,887 shares owned by Fir Tree E&P Holdings VIII, LLC (collectively, the “Fir Tree funds”). Fir Tree Inc. has voting and investment power with respect to the shares of Common Stock owned by the foregoing entities and may be deemed to be the beneficial owner of the shares of Common Stock owned by the Fir Tree funds. Evan S. Lederman and David H. Proman are directors of the Company and managing directors of Fir Tree Inc., an affiliate of the Fir Tree funds, and therefore may be deemed to be the beneficial owners of, and to have voting and investment control over, the shares of Common Stock owned by the Fir Tree funds. Each of Mr. Lederman and Mr. Proman disclaims beneficial ownership of such shares.
- (4) Consists of (i) 16,163 shares owned by Future Directions Credit Opportunities Fund, (ii) 478,746 shares owned by Brigade Credit Fund II Ltd., (iii) 16,101 shares owned by Big River Group Fund SPC LLC, (iv) 44,760 shares owned by Blue Pearl B 2015 Limited, (v) 142,249 shares owned by Blue Falcon Limited, (vi) 50,005 shares owned by Delta Master Trust, (vii) 217,826 shares owned by Brigade Distressed Value Master Fund Ltd., (viii) 378,610 shares owned by Brigade Energy Opportunities Fund II LP, (ix) 831,140 shares owned by Brigade Energy Opportunities Fund LP, (x) 52,910 shares owned by FedEx Corporation Employees’ Pension Trust, (xi) 20,733 shares owned by Brigade Opportunistic Credit Fund - ICIP, Ltd., (xii) 24,971 shares owned by Illinois State Board of Investment, (xiii) 18,133 shares owned by The Chrysler Canada Inc. Canadian Master Trust Fund, (xiv) 19,581 shares owned by FCA US LLC Master Retirement Trust, (xv) 40,608 shares owned by JPMorgan Chase Retirement Plan Brigade Bank Loan, (xvi) 28,321 shares owned by JPMorgan Chase Retirement Plan Brigade, (xvii) 187,760 shares owned by Brigade Opportunistic Credit LBG Fund Ltd., (xviii) 115,162 shares owned by Los Angeles County Employees Retirement Association, (xix) 855,295 shares owned by Brigade Leveraged Capital Structures Fund Ltd., (xx) 39,859 shares owned by Goldman Sachs Trust II - Goldman Sachs Multi Manager Alternatives Fund, (xxi) 13,797 shares owned by Goldman Sachs Funds II SICAV - Goldman Sachs Global Multi-Manager Alternatives Portfolio, (xxii) 31,751 shares owned by SC Credit Opportunities Mandate LLC, (xxiii) 26,552 shares owned by U.S. High Yield Bond Fund, (xxiv) 53,321 shares owned by SEI Global Master Fund Plc the SEI High Yield Fixed Income Fund, (xxv) 147,449 shares owned by SEI Institutional Investments Trust-High Yield Bond Fund, (xxvi) 100,766 shares owned by SEI Institutional Managed Trust-High Yield Bond Fund, (xxvii) 22,852 shares owned by GIC Private Limited, (xxviii) 61,213 shares owned by The Coca-Cola Company Master Retirement Trust, (xxix) 51,458 shares owned by St. James’s Place Diversified Bond Unit Trust, and (xxx) 38,302 shares owned by Brigade Opportunistic Credit Fund 16 LLC (collectively, the “Brigade funds”). Brigade Capital Management, LP has voting and investment power with respect to the shares of Common Stock owned by the foregoing entities and may be deemed to be the beneficial owner of the shares of Common Stock owned by the Brigade funds.

## PLAN OF DISTRIBUTION

As of the date of this prospectus, we have not been advised by the selling stockholders as to any plan of distribution. Distributions of the shares of Common Stock by the selling stockholders, or by their partners, pledgees, donees (including charitable organizations), transferees or other successors in interest, may from time to time be offered for sale either directly by such individual, or through underwriters, dealers or agents or on any exchange on which Common Stock may from time to time be traded, in the over-the-counter market, or in independently negotiated transactions or otherwise. The methods by which the shares of Common Stock may be sold include:

- privately negotiated transactions;
- underwritten transactions;
- exchange distributions and/or secondary distributions;
- sales in the over-the-counter market;
- ordinary brokerage transactions and transactions in which the broker solicits purchasers;
- broker-dealers may agree with the selling stockholders to sell a specified number of such shares at a stipulated price per share;
- a block trade (which may involve crosses) in which the broker or dealer so engaged will attempt to sell the securities as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker or dealer as principal and resale by such broker or dealer for its own account pursuant to this prospectus;
- short sales;
- through the writing of options on the shares, whether or not the options are listed on an options exchange;
- through the distributions of the shares by any selling stockholder to its partners, members or stockholders;
- a combination of any such methods of sale; and
- any other method permitted pursuant to applicable law.

The selling stockholders may also sell shares of Common Stock under Rule 144 under the Securities Act, in each case if available, rather than under this prospectus.

Such transactions may be effected by the selling stockholders at market prices prevailing at the time of sale or at negotiated prices. The selling stockholders may effect such transactions by selling the securities to underwriters or to or through broker-dealers, and such underwriters or broker-dealers may receive compensation in the form of discounts or commissions from the selling stockholders and may receive commissions from the purchasers of the securities for whom they may act as agent. The selling stockholders may agree to indemnify any underwriter, broker-dealer or agent that participates in transactions involving sales of the shares of Common Stock against certain liabilities, including liabilities arising under the Securities Act. We have agreed to register the shares of Common Stock for sale under the Securities Act and to indemnify the selling stockholders and each person who participates as an underwriter in the offering of the shares of Common Stock against certain civil liabilities, including certain liabilities under the Securities Act.

In connection with sales of the securities under this prospectus, the selling stockholders may enter into hedging transactions with broker-dealers, who may in turn engage in short sales of the securities in the course of hedging the positions they assume. The selling stockholders also may sell securities short and deliver them to close their short positions, or loan or pledge the securities to broker-dealers that in turn may sell them.

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[Table of Contents](#)

The selling stockholders may from time to time pledge or grant a security interest in some or all of the shares of Common Stock owned by them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell Common Stock from time to time under this prospectus, or under an amendment to this prospectus under Rule 424 or other applicable provision of the Securities Act amending the list of selling stockholders to include the pledgee, transferee or other successors in interest as selling stockholders under this prospectus.

There can be no assurances that the selling stockholders will sell any or all of the securities offered under this prospectus.

## DESCRIPTION OF CAPITAL STOCK

### Capital Stock

The total number of shares of all classes of stock which the Company shall have authority to issue is 345,000,000 shares, consisting of 300,000,000 shares of Common Stock and 45,000,000 shares of preferred stock, par value \$0.0001 per share (the “Preferred Stock”).

As of September 13, 2017, we had 25,000,000 shares of Common Stock and no shares of Preferred Stock outstanding. Summarized below are material provisions of our amended and restated certificate of incorporation and amended and restated bylaws, as well as relevant sections of the Delaware General Corporation Law (the “DGCL”). The following summary is qualified in its entirety by the provisions of our amended and restated certificate of incorporation and amended and restated bylaws, copies of which have been filed as exhibits to the registration statement of which this prospectus is a part, and by the applicable provisions of the DGCL.

#### *Common Stock*

The holders of our Common Stock are entitled to one vote per share on all matters submitted to a vote of stockholders, including the election of directors, except that holders of the Common Stock shall not be entitled to vote on any amendment to the amended and restated certificate of incorporation (including any certificate of designations relating to any class or series of Preferred Stock) that relates solely to the terms of one or more outstanding classes or series of Preferred Stock if the holders of such affected class or series are entitled, either separately or together with the holders of one or more other such classes or series, to vote thereon pursuant to the amended and restated certificate of incorporation (including any certificate of designations relating to any class or series of Preferred Stock) or pursuant to the DGCL. Holders of the Common Stock do not have any cumulative voting rights, which means that the holders of a majority of the outstanding Common Stock voting for the election of directors can elect all directors then being elected. The holders of our Common Stock are entitled to receive dividends when, as, and if declared by our board of directors out of legally available funds. Upon our liquidation or dissolution, the holders of Common Stock will be entitled to share ratably in those of our assets that are legally available for distribution to stockholders after payment of liabilities and subject to the prior rights of any holders of Preferred Stock then outstanding. The rights, preferences and privileges of holders of Common Stock are subject to the rights of the holders of shares of any series of Preferred Stock that may be issued in the future.

#### *Preferred Stock*

We are authorized to issue up to 45,000,000 shares of Preferred Stock. Our board of directors is authorized, subject to limitations prescribed by the DGCL and our amended and restated certificate of incorporation, to determine the terms and conditions of the Preferred Stock, including whether the shares of Preferred Stock will be issued in one or more series, the number of shares to be included in each series and the powers, designations, preferences and relative, participating, optional or other rights of the shares. Our board of directors is also authorized to designate any qualifications, limitations or restrictions on the shares without any further vote or action by the stockholders. The issuance of Preferred Stock may have the effect of delaying, deferring or preventing a change in control of our Company and may adversely affect the voting and other rights of the holders of our Common Stock, which could have an adverse impact on the market price of our Common Stock. We have no current plan to issue any shares of Preferred Stock.

#### *Certain Certificate of Incorporation, Bylaw and Statutory Provisions*

The provisions of our amended and restated certificate of incorporation and amended and restated bylaws and of the DGCL summarized below may have an anti-takeover effect and may delay, deter or prevent a tender offer or takeover attempt that you might consider in your best interest, including an attempt that might result in your receipt of a premium over the market price for your shares.

## **Delaware Law**

We are not subject to the provisions of Section 203 of the DGCL, regulating corporate takeovers. In general, Section 203 prohibits a publicly held Delaware corporation from engaging in a “business combination” with an “interested stockholder” for a three-year period following the time that such stockholder becomes an interested stockholder, unless the business combination is approved in a prescribed manner. A “business combination” includes, among other things, a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. An “interested stockholder” is a person who, together with affiliates and associates, owns, or did own within three years prior to the determination of interested stockholder status, 15% or more of the corporation’s outstanding voting stock. Under Section 203, a business combination between a corporation and an interested stockholder is prohibited unless it satisfies one of the following conditions:

- the transaction is approved by the board of directors before the date the interested stockholder attained that status;
- upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the voting stock outstanding, shares owned by persons who are directors and also officers, and employee stock plans, in some instances; or
- on or after such time, the business combination is approved by the board of directors and authorized at a meeting of stockholders by at least two-thirds of the outstanding voting stock that is not owned by the interested stockholder.

A Delaware corporation may “opt out” of Section 203 with an express provision in its original certificate of incorporation or an express provision in its certificate of incorporation or bylaws resulting from amendments approved by the holders of at least a majority of the corporation’s outstanding voting shares. We elected to “opt out” of the provisions of Section 203.

## **Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws**

Provisions of our amended and restated certificate of incorporation and amended and restated bylaws may delay or discourage transactions involving an actual or potential change in control or change in our management, including transactions in which stockholders might otherwise receive a premium for their shares, or transactions that our stockholders might otherwise deem to be in their best interests. Therefore, these provisions could adversely affect the price of our Common Stock.

Among other things, our amended and restated certificate of incorporation and amended and restated bylaws:

- permit our board of directors to issue up to 45,000,000 shares of Preferred Stock, with any rights, preferences and privileges as they may designate;
- provide that the authorized number of directors may be changed only by resolution of the majority of all of the board of directors (including authorized but vacant directorships);
- provide that subject to the rights of the holders of any series of Preferred Stock of the Company then outstanding, all vacancies, including newly created directorships, may, except as otherwise required by law, be filled by the affirmative vote of a majority of directors then in office, even if less than a quorum, or by the affirmative vote of the holders of a majority of our then outstanding Common Stock;
- provide that our amended and restated bylaws may only be amended by the affirmative vote of the holders of a majority of our then outstanding Common Stock or by resolution adopted by a majority of all of the directors (including authorized but vacant directorships);

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## [Table of Contents](#)

- provide that certain provisions of the amended and restated bylaws relating to amendments to the amended and restated bylaws, the election of directors, information rights and certain actions requiring board of directors approval, may not be amended except with the affirmative vote or written consent of one or more stockholders then holding, in the aggregate, a majority of the voting power of all of the then outstanding shares of capital stock entitled to vote generally in the election of directors, voting together as a single class;
- provide for certain “tag-along” rights as described below;
- eliminate the personal liability of our directors for monetary damages resulting from breaches of their fiduciary duty to the extent permitted by the DGCL and indemnify our directors and officers to the fullest extent permitted by Section 145 of the DGCL;
- provide that stockholders seeking to present proposals before a meeting of stockholders or to nominate candidates for election as directors at a meeting of stockholders must provide notice in writing in a timely manner, and also specify requirements as to the form and content of a stockholder’s notice; and
- not provide for cumulative voting rights, therefore allowing the holders of a majority of the shares of Common Stock entitled to vote in any election of directors to elect all of the directors standing for election, if they should so choose.

### **Directors’ Liability and Indemnification of Directors and Officers**

Section 145 of the DGCL authorizes a court to award, or a corporation’s board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursements for expenses incurred arising under the Securities Act.

Our amended and restated certificate of incorporation provides that a director will not be personally liable to us or our stockholders for monetary damages for breach of fiduciary duty as a director, except:

- for any breach of the duty of loyalty;
- for acts or omissions not in good faith or which involve intentional misconduct or knowing violations of law;
- for liability under Section 174 of the DGCL (relating to unlawful dividends, stock repurchases or stock redemptions); or
- for any transaction from which the director derived any improper personal benefit.

The effect of this provision is to eliminate our rights, and our stockholders’ rights, to recover monetary damages against a director for breach of a fiduciary duty of care as a director. This provision does not limit or eliminate our rights or those of any stockholder to seek non-monetary relief such as an injunction or rescission in the event of a breach of a director’s duty of care. The provisions will not alter the liability of directors under federal securities laws. In addition, our amended and restated certificate of incorporation provides that we indemnify each director and the officers, employees and agents determined by our board of directors to the fullest extent provided by the laws of the State of Delaware. Our amended and restated certificate of incorporation also requires us to advance expenses, including attorneys’ fees, to our directors and officers in connection with legal proceedings, subject to very limited exceptions.

Any amendment to or repeal of these provisions will not adversely affect any right or protection of our directors in respect of any act or failure to act that occurred prior to any amendment to or repeal of such provisions or the adoption of an inconsistent provision. If the DGCL is amended to provide further limitation on the personal liability of directors of corporations, then the personal liability of our directors will be further limited to the greatest extent permitted by the DGCL. In addition, we have entered into separate indemnification agreements with each of our directors and executive officers. We also maintain director and officer liability insurance.

### **Preemptive Rights**

Our amended and restated certificate of incorporation provides that each stockholder that beneficially owns (including all shares beneficially owned by such stockholder's affiliates) at least 5% of the total shares of Common Stock outstanding as of the close of business on the record date determined by our board of directors (each such stockholder, a "Preemptive Rightsholder"), shall have the right to purchase up to its pro rata portion (based on the number of shares of Common Stock beneficially owned by such stockholder as of the close of business on the record date, as a percentage of the total number of then-outstanding shares of Common Stock) of any New Equity Securities (as defined below) that the Company or any of its subsidiaries proposes to sell or issue at any time and from time to time after the date hereof. The rights of Preemptive Rightsholders to purchase such New Equity Securities shall apply at the time of issuance of any right, warrant, or option or convertible or exchangeable security that constitutes a New Equity Security, and not to the subsequent conversion, exchange or exercise of such New Equity Security in accordance with its terms.

"New Equity Security" means any and all (A) shares of Common Stock or other equity securities of the Company; (B) equity securities of any subsidiary of the Company; (C) securities exchangeable into, or convertible or exercisable for, shares of securities of the type specified in clause (A) and (B); and (D) options, warrants or other rights to acquire securities of the type specified in clause (A) and (B), in each case other than as issued (1) to employees, officers, directors or consultants pursuant to any equity-based compensation or incentive plans approved by the board of directors or included in the Plan, and securities issued upon exercise or conversion of such options, warrants, convertible securities or other rights, (2) in connection with a stock split, payment of dividends or any similar recapitalization, reclassification, distribution, exchange or readjustment of shares approved by the board of directors, (3) pursuant to the Plan (including shares of Common Stock and warrants to purchase shares of Common Stock, in each case, issued pursuant to the Plan), and securities issued upon exchange, conversion or exercise of such securities, (4) as consideration in any business combination, consolidation, merger or acquisition transaction or joint venture involving the Company or any of its subsidiaries, (5) upon the conversion or exercise of any securities convertible or exercisable for shares of securities of the type specified in (A) and (B), (6) as issuances (in one or more transactions) as a bona fide "equity kicker" in an aggregate amount with respect to all such issuances of less than 5% of the then-outstanding shares of Common Stock to one or more third party lenders who are not stockholders to whom the Company or one or more of its subsidiaries is becoming indebted in connection with the incurrence of any indebtedness approved by the board of directors or (7) in an initial public offering (an "IPO").

### **Tag-Along Rights**

Our amended and restated certificate of incorporation provides that if at any time prior to the earlier of a listing on a national securities exchange (which, for the avoidance of doubt, does not include an "over-the-counter" system or network) or the consummation of an IPO, stockholders acting as a group (collectively, the "Tag-Along Sellers") propose to transfer shares of Common Stock in a transaction or series of related transactions that constitutes a change of control, then each other stockholder that beneficially owns (including all shares beneficially owned by such stockholder's affiliates) at least 5% of the total shares of Common Stock outstanding shall have the right to exercise certain tag-along rights.

### **Special Meetings of Stockholders**

Our amended and restated bylaws provide that special meetings of stockholders may be called at any time pursuant to a resolution adopted by the board of directors, or upon the written request to the Secretary of the Company (the "Secretary") by one or more stockholders holding, in the aggregate, at least a majority of the voting power of the shares entitled to vote in the election of directors of the Company. Any such written request shall specify the time of such meeting and the general nature of the business proposed to be transacted.

## **Stockholder Action and Advance Notice Requirements for Stockholder Proposals and Director Nominations**

Our amended and restated bylaws provide that stockholders may take action by written consent if the consent is signed by holders of our outstanding shares having the number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

In addition, our amended and restated bylaws establish advance notice procedures for:

- stockholders to nominate candidates for election as a director; and
- stockholders to propose topics for consideration at stockholders' meetings.

For nominations of directors or proposals of business to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing ("Record Stockholder Notice") to the Secretary and any such business must be a proper matter for stockholder action under Delaware law. To be timely, a Record Stockholder Notice shall be received by the Secretary at the principal executive offices of the Company not less than 45 nor more than 75 days prior to the one-year anniversary of the date on which the Company first mailed its proxy materials for the preceding year's annual meeting of stockholders; provided, however, that, subject to certain exceptions and limitations, (A) if the meeting is convened more than 30 days prior to or delayed by more than 30 days after the one-year anniversary of the preceding year's annual meeting, or if no annual meeting was held during the preceding year, notice by the Record Stockholder to be timely must be so received not later than the close of business on the later of (1) the 45th day before such annual meeting or (2) the 10th day following the date on which public announcement of the date of such meeting is first made and (B) in the event that the number of directors to be elected to the board of directors is increased and a public announcement naming all of the nominees for director or indicating the increase in the size of the board of directors is not made by the Company at least 10 days before the last day a stockholder may timely deliver a notice of nomination as set forth above, a Record Stockholder Notice shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it is received by the Secretary at the principal executive offices of the Company not later than the close of business on the 10th day following the date on which such public announcement is first made by the Company.

## **Directors**

Our board of directors currently has seven members. Each of our directors will serve for a term of one year. Directors hold office until the annual meeting of stockholders and until their successors have been duly elected and qualified. Under the amended and restated bylaws, any vacancies on our board of directors for any reason and any newly created directorships resulting from any increase in the number of directors may be filled solely by our board of directors upon the affirmative vote of a majority of the remaining directors then in office, even if they constitute less than a quorum, or by a sole remaining director, or by the stockholders at a special meeting or an annual meeting, or by the written consent of holders of a majority of the voting power of the shares entitled to vote in connection with the election of the directors of the Company, voting together as a single class.

Our amended and restated certificate of incorporation and amended and restated bylaws do not provide for cumulative voting in the election of directors.

## **Forum for Adjudication of Disputes**

Our amended and restated certificate of incorporation provides that unless the Company consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery shall not have jurisdiction, another state court located within the state of Delaware, or if no state court located within the state of Delaware has jurisdiction, the federal district court for the District of Delaware), will be the sole and exclusive forum for any derivative action or proceeding brought on behalf of the Company, any

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[Table of Contents](#)

action asserting breach of a fiduciary duty owed by any director, officer or other employee of the Company, any action asserting a claim arising pursuant to the DGCL, the amended and restated certificate of incorporation or the amended and restated bylaws of the Company, or any action asserting a claim governed by the internal affairs doctrine. Although we have included a choice of forum provision in our amended and restated certificate of incorporation, it is possible that a court could rule that such provision is inapplicable or unenforceable. In addition, this provision would not affect the ability of our stockholders to seek remedies under the federal securities laws.

**Transfer Agent and Registrar**

The transfer agent and registrar for our Common Stock is American Stock Transfer & Trust Company, LLC.

## LEGAL MATTERS

Certain legal matters in connection with our Common Stock offered hereby will be passed upon for us by Kirkland & Ellis LLP, Houston, Texas.

## EXPERTS

The consolidated balance sheets of Memorial Production Partners LP and subsidiaries (the “Partnership”) as of December 31, 2016 and 2015, the related consolidated statements of operations, equity, and cash flows for the year ended December 31, 2016, and the related consolidated and combined statements of operations, equity and cash flows for each of the years in the two-year period ended December 31, 2015, and management’s assessment of the effectiveness of internal control over financial reporting as of December 31, 2016 have been incorporated by reference herein and in the registration statement in reliance upon the reports of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in auditing and accounting.

The audit report covering the December 31, 2016 consolidated and combined financial statements contains an explanatory paragraph that states that the Partnership’s decreased liquidity has adversely impacted the Partnership’s ability to comply with financial debt covenants and raises substantial doubt about its ability to continue as a going concern. The consolidated and combined financial statements of the Partnership do not include any adjustments that might result from the outcome of that uncertainty.

As discussed in Note 1 to the consolidated and combined financial statements of the Partnership, the statements of operations, equity, and cash flows for each of the years in the two-year period ended December 31, 2015 have been prepared on a combined basis of accounting.

Estimated quantities of our proved oil and natural gas reserves and the net present value of such reserves as of December 31, 2016 incorporated by reference in this prospectus are based in part on a reserve report prepared by us and audited by Ryder Scott Company, L.P. and in part on a reserve report prepared by Ryder Scott Company, L.P. These estimates are incorporated herein in reliance on the authority of such firm as an expert in such matters.

## WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC a registration statement on Form S-1 (including the exhibits, schedules and amendments thereto) under the Securities Act, with respect to the shares of Common Stock offered for sale from time to time pursuant to this prospectus. This prospectus does not contain all of the information set forth in the registration statement because parts of the registration statement have been omitted as permitted by rules and regulations of the SEC. We refer you to the registration statement and its exhibits for further information about us and our securities. The registration statement and its exhibits, as well as any other documents that we have filed with the SEC, can be inspected and copied at the SEC’s public reference room at 100 F Street, N.E., Washington, D.C. 20549-1004. The public may obtain information about the operation of the public reference room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains a website at <http://www.sec.gov> that contains the registration statement and other reports, proxy and information statements and information that we will file electronically with the SEC.

We will file annual, quarterly and current reports, proxy statements and other information with the SEC. We make these filings available on our website once they are filed with the SEC. You may read and copy any reports, statements or other information on file at the SEC’s public reference room, as described above. You can also request copies of these documents, for a copying fee, by writing to the SEC, or you can review these documents on the SEC’s website, as described above. In addition, we will provide electronic or paper copies of our filings free of charge upon request.

## INFORMATION INCORPORATED BY REFERENCE

The rules of the SEC allow us to “incorporate by reference” into this prospectus the information we file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus, except for any information that is superseded by information included directly in this prospectus. You should not assume that the information in this prospectus is current as of any date other than the date on the cover page of this prospectus.

This prospectus incorporates by reference the documents listed below:

- our Annual Report on Form 10-K for the year ended December 31, 2016;
- our Quarterly Reports on Form 10-Q for the quarter ended March 31, 2017 and for the quarter ended June 30, 2017; and
- our Current Reports on Form 8-K filed on January 17, 2017, January 17, 2017, January 23, 2017, April 6, 2017, April 18, 2017, May 5, 2017 and July 20, 2017.

Any statement made in this prospectus or in any prospectus supplement or amendment or in a document incorporated by reference into this prospectus or in any prospectus supplement or amendment will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or in any other subsequently filed document that is incorporated by reference in this prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

You can obtain any of the filings incorporated by reference into this prospectus through us or from the SEC through the SEC’s website at <http://www.sec.gov>. We will provide, without charge, to each person, including any beneficial owner, to whom a copy of this prospectus is delivered, upon written or oral request of such person, a copy of any or all of the reports and documents referred to above which have been or may be incorporated by reference into this prospectus. You should direct requests for those documents to:

Amplify Energy Corp.  
500 Dallas Street, Suite 1600  
Houston, Texas 77002  
(713) 490-8900

Our Annual Report on Form 10-K and other reports and documents incorporated by reference herein may also be found in the “Investor Relations” section of our website at <http://www.amplifyenergy.com>. Our website and the information contained in it or connected to it shall not be deemed to be incorporated into this prospectus or any registration statement of which it forms a part.

**11,819,672 Shares**



# **Amplify Energy Corp.**

**COMMON STOCK**

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**Prospectus**

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**September 25, 2017**

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